

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): 20- Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****02/20**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Rosehill Resources Inc.

2. **All other names debtor used in the last 8 years** KLR Energy Acquisition Corporation

Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 9 0 - 1 1 8 4 2 6 2

4. **Debtor's address** **Principal place of business** **Mailing address, if different from principal place of business**

16200 Park Row
Number Street

Suite 300

Houston TX 77804
City State ZIP Code

Harris County
County

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. **Debtor's website (URL)** <https://www.rosehillresources.com/>

Debtor	Rosehill Resources Inc. Name	Case number (if known) 20-
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))

☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))

☐ Railroad (as defined in 11 U.S.C. § 101(44))

☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))

☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))

☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))

☒ None of the above

B. Check all that apply:

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)

☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)

☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>

2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

☐ Chapter 7

☐ Chapter 9

☒ Chapter 11. Check all that apply:

☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

Debtor Rosehill Resources Inc. Case number (if known) 20-
 Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor Rosehill Operating Company, LLC Relationship Subsidiary
 District Southern District of Texas When 07-26-2020
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

 City _____ State ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input checked="" type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

Debtor Rosehill Resources Inc. Case number (if known) 20-
Name

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07 / 26 / 2020
MM / DD / YYYY

XJennifer L. Johnson

Signature of authorized representative of debtor

Vice President, General Counsel, Corporate

Title Secretary, Compliance OfficerJennifer L. Johnson

Printed name

18. Signature of attorney**X**/s/ Kelli S. Norfleet

Signature of attorney for debtor

Date 07 / 26 / 2020

MM / DD / YYYY

Kelli S. Norfleet

Printed name

Haynes and Boone, LLP

Firm name

1221 McKinney Street, Suite 4000

Number Street

Houston

City

TX

State

77010

ZIP Code

713-547-2630

Contact phone

kelli.norfleet@haynesboone.com

Email address

24070678

Bar number

Texas

State

Official Form 201A (12/15)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

ROSEHILL RESOURCES INC.

Debtor.

Chapter 11

Case No. 20-____ (____)

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-37712.

2. The following financial data is the latest available information and refers to the debtor's condition on December 31, 2019.

a. Total assets \$ 872,512,000

b. Total debts (including debts listed in 2.c., below) \$ 496,370,000

c. Debt securities held by more than 500 holders

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock 264,404¹

e. Number of shares common stock 42,714,418²

Comments, if any: _____

3. Brief description of debtor's business: Rosehill Resources Inc. is an independent oil and natural gas company focused on the acquisition, exploration, development and production of unconventional oil and associated liquids-rich natural gas reserves in the Permian Basin. Our assets are concentrated in the Delaware Basin, a sub-basin of the Permian Basin.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Tema Oil & Gas Company

¹ As of July 2, 2020, includes (i) 107,658 of Series A Preferred Stock, and (ii) 156,746 shares of Series B Preferred Stock.

² As of July 2, 2020, includes (i) 27,006,726 shares of Class A Common Stock, and (ii) 15,707,692 shares of Class B Common Stock.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

ROSEHILL RESOURCES INC.

Debtor.

Chapter 11

Case No. 20-____ (____)

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Rosehill Resources Inc.	Tema Oil and Gas Company	1 North Charles Street 22nd Floor Baltimore, MD 21201	66.96%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. Equity positions listed indicate the record holder of such equity as disclosed in Schedule 13D filed on January 3, 2020 with the Securities and Exchange Commission.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

ROSEHILL RESOURCES INC.

Debtor.

Chapter 11

Case No. 20-____ (____)

CORPORATE OWNERSHIP STATEMENT¹

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Class A Common Stock Held	Approximate Percentage of Class B Common Stock Held	Approximate Percentage of 8.000% Series A Cumulative Perpetual Convertible Preferred Stock Held	Approximate Percentage of 10.000% Series B Redeemable Preferred Stock Held
Anchorage Entities ²	—	—	59.75%	—
EIG Entities ³	—	—	—	100%
The K2 Principal Fund, L.P. ⁴	—	—	10.63%	—
Tema Oil and Gas Company ⁵	52.21%	100%	19.34%	—

¹ Does not include the Class A Common Stock Public Warrants or Class A Common Stock Public Units of Rosehill Resources Inc.

² The Anchorage Entities are Anchorage Illiquid Opportunities V, L.P. and AIO V AIV 3 Holdings, L.P.

³ The EIG Entities include EIG Direwolf Equity Aggregator, L.P and FS Energy and Power Fund.

⁴ The reported securities are owned directly by the K2 Principal Fund, L.P. (the "Fund"), and indirectly by: K2 GenPar L.P., the general partner of the Fund (the "GP"), K2 GenPar 2009 Inc., the general partner of the GP ("GenPar 2009"), Shawn Kimel Investments Inc., which owns 100% of the equity interests in GenPar 2009 ("SKI"), and Shawn Kimel, the sole owner of SKI. SKI owns 66.5% of the equity interests of K2 & Associates Investment Management Inc. ("K2 & Associates"). K2 & Associates is the investment manager of the Fund.

⁵ Rosemore, Inc. is the sole parent of Tema Oil and Gas Company.

Fill in this information to Identify the case:

Debtor Name: Rosehill Resources Inc.

United States Bankruptcy Court for the: Southern District of Texas

Case Number (If known): 20-xxxx1

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 CIMARRON UNDERGROUND SERVICES, LLC 7822 CHEF MENTEUR HWY NEW ORLEANS, LA 70126	CONTACT: KAREN STILLMAN PHONE: (816) 868-5224 FAX: (504) 241-6833 KSTILLMAN@CIMARRONUS.COM	TRADE				\$615,446.55
2 BASELINE ENERGY SERVICES, LP 201 FOCH ST FORTH WORTH, TX 76107	CONTACT: GRAHAM RADLER PHONE: (833) 769-7436 ACCOUNTING@BASELINE-ENSERV.COM	TRADE				\$376,742.61
3 MULTI-CHEM 2905 SOUTHWEST BLVD SAN ANGELO, TX 76904	CONTACT: F DUNARACH PHONE: (817) 636-2720 FAX: (903) 534-6239 FDUNARACH@HALLIBURTON.COM	TRADE				\$334,422.79
4 GOODNIGHT WATER SOLUTIONS 5910 N CENTRAL EXPWY, STE 850 DALLAS, TX 75206	CONTACT: HAROON KHAN PHONE: (214) 699-4953 INVOICES@GOODNIGHTMIDSTREAM.COM	TRADE				\$318,225.13
5 Z & T CATTLE COMPANY LLC 1501 MARY PECOS, TX 79772	CONTACT: ZANE KIEHNE PHONE: (817) 233-9357 TKAY682002@YAHOO.COM	TRADE				\$290,282.02
6 QES WIRELINE, LLC 801 CHERRY ST STE 800 FORT WORTH, TX 76102	CONTACT: LINDA JOHNSON PHONE: (817) 546-4977 FAX: (936) 856-8678 QWL-AR@QESINC.COM; LINDA.JOHNSON@QESINC.COM	TRADE				\$252,900.00

Debtor: Rosehill Resources Inc.

Case Number (if known): 20-xxxx1

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 GR LIFT LP 2150 TOWN SQUARE PLACE, STE 140 SUGAR LAND, TX 77479	CONTACT: MICHAEL TRICE PHONE: (281) 201-6812 AR@GRENERGYSERVICES.COM	TRADE				\$243,237.87
8 TXU ENERGY PO BOX 650638 DALLAS, TX 75265-0638	CONTACT: TAMICA L. JAMES PHONE: (972) 507-0799 TAMICA.JAMES@TXU.COM	TRADE				\$177,158.35
9 LONE STAR TANK RENTALS INC. 2512 WEST TX-302 KERMIT, TX 79745	CONTACT: STAN HARPER PHONE: (469) 517-5403 FAX: (830) 400-3055 AR@LONESTARTANK.COM	TRADE				\$159,708.27
10 PEAK OILFIELD SERVICES PO BOX 203997 DALLAS, TX 75320-3997	CONTACT: SARA YARBROUGH PHONE: (940) 612-1369 SYARBROUGH@SELECTENERGYSERVICES.COM	TRADE				\$154,620.97
11 TRIGGER ENERGY, INC 2000 OIL DR. CASPER, WY 82604	CONTACT: HEATHER HERNDON PHONE: (307) 337-1589 FAX: (307) 337-1591 HHERNDON@TRIGGER-ENERGY.COM	TRADE				\$153,559.93
12 SCHLUMBERGER TECHNOLOGY CORP 1325 SOUTH DAIRY ASHFORD HOUSTON, TX 77077	CONTACT: LASONJI SHERROD PHONE: (281) 285-1300 FAX: (281) 285-1927 LSHERROD@SLB.COM	TRADE				\$145,756.83
13 DYNAMO RENTALS, INC PO BOX 26 WINK, TX 79789	CONTACT: BELINDA KIDD PHONE: (432) 586-2522 DYNAMORENTALS2017@GMAIL.COM	TRADE				\$145,678.09
14 CSI COMPRESSCO LP PO BOX 841807 DALLAS, TX 75284-1807	CONTACT: LIZ ALVARADO PHONE: (281) 367-1983 REMIT@CSICOMPRESSCO.COM; LIZ.ALVARADO@CSICOMPRESSCO.COM	TRADE				\$129,833.49
15 RATLIFF ELECTRIC, INC 100 EAST HENDRICKS BLVD WINK, TX 79789	CONTACT: LISA WOODS PHONE: (432) 527-3334 FAX: (432) 527-3338 AP@RATLIFFELECTRIC.COM	TRADE				\$127,629.57
16 YELLOW JACKET OILFIELD SERVICES LLC 200 N. LORAIN, SUITE 1450 MIDLAND, TX 79701	CONTACT: SHIRLEY LUMAGUE PHONE: (432) 242-7612 AR@YJOSLLC.COM	TRADE				\$121,989.24
17 BUREAU VERITAS NORTH AMERICA, INC 16800 GREENSPOINT PARK DR STE 300S HOUSTON, TX 77060	CONTACT: KETRA DERRY PHONE: (888) 357-7020 FAX: (954) 236-8108 CORPACCREC@US.BUREAUVERITAS.COM; KETRA.DERRY@BUREAUVERITAS.COM	TRADE				\$116,476.81

Debtor: Rosehill Resources Inc.

Case Number (if known): 20-xxxx1

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18 BOSQUE ENERGY SERVICES 452 N. PINE ST KERMIT, TX 79745	CONTACT: N LEWIS PHONE: (940) 507-1240 NLEWIS@BOSQUE-ENERGY.COM	TRADE				\$113,263.34
19 C & C TRANSPORT LLC 1250 E. EVERGLADE ST. HOBBS, NM 88240	CONTACT: CINTHIA LEIJA PHONE: (575) 393-0422 FAX: (575) 391-7832 COLLECTIONS@CCTRNSP.COM	TRADE				\$110,971.46
20 PRESTIGE EQUIPMENT RENTALS, LLC 7189 ROSWELL HWY ARTESIA, NM 88210	CONTACT: VANESSA COSS PHONE: (575) 746-6944 FAX: (575) 746-6467 INFO@PRESTIGEEQUIPRENTALS.COM	TRADE				\$105,996.53
21 UNIVERSAL SAFETY CONSULTANTS 1419 ST BERNARD AVE NEW ORLEANS, LA 70116	CONTACT: BOBBY WHITE PHONE: (877) 786-0284 USC@UNIVERSAL-SAFETY.COM	TRADE				\$105,977.23
22 STONE OILFIELD SERVICE INC PO BOX 10 LOVINGTON, NM 88260	CONTACT: JANET WATKINS PHONE: (575) 396-1840 JWATKINS@STONEOILFIELD.COM	TRADE				\$100,313.09
23 WAR HORSE SERVICES, LLC 300 N MARIENFELD STE 1100 MIDLAND, TX 79701	CONTACT: JANEL BURTON PHONE: (432) 685-8398 FAX: (432) 682-1250 JBURTON@REIMID.COM	TRADE				\$97,497.72
24 BUTCHS RAT HOLE & ANCHOR SERVICE, INC. PO BOX 1323 LEVELLAND, TX 79336-1323	CONTACT: KARI CLEVENGER PHONE: (806) 894-6294 PAYMENTS.BRH@BRHAS.COM	TRADE				\$96,946.41
25 M&N SERVICES PO BOX 993 JAL, NM 88252	CONTACT: HUMBERTO GALINDO PHONE: (575) 942-1736 MANDNSERVICES@ROCKETMAIL.COM	TRADE				\$91,829.53
26 SELECT ENERGY SERVICES LLC PO BOX 203997 DALLAS, TX 75320-3997	CONTACT: SARA YARBROUGH PHONE: (940) 665-9166 SESRECEIVABLES@SELECTENERGYSERVICES.COM	TRADE				\$85,763.23
27 TANKLOGIX LLC 1082 WEST 1700 NORTH LOGAN, UT 84321	CONTACT: CLAY SLADE PHONE: (435) 755-8030 CSLADE@INTERACTIVERIDES.COM	TRADE				\$84,198.05
28 TANMAR RENTALS, LLC PO BOX 1376 EUNICE, LA 70535	CONTACT: BEVERLY FRANCHEBOIS PHONE: (337) 432-5384 BEVERLY@TANNERSERVICES.NET	TRADE				\$77,744.09

Debtor: Rosehill Resources Inc.

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Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29 SUNBELT RENTALS OIL & GAS SERVICES 120 SUTTON RIDGE LN FORT MILL, SC 29708	CONTACT: STEPHEN LEONARD PHONE: (803) 228-6464 FAX: (803) 228-6465 PCM720@SUNBELTRENTALS.COM	TRADE				\$76,823.27
30 JET SPECIALTY AND SUPPLY INC 211 MARKET AVE BOERNE, TX 78006	CONTACT: COLLEEN HAMM PHONE: (830) 331-9457 FAX: (830) 331-9480 COLLEEN.HAMM@JETSPECIALTY.COM	TRADE				\$72,398.03

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
ROSEHILL RESOURCES INC.**

Adopted on July 26, 2020

**VOLUNTARY PETITION UNDER THE PROVISIONS OF
CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE**

WHEREAS, Rosehill Resources Inc., a Delaware corporation (the “Company”), is the managing member of Rosehill Operating Company, LLC, a Delaware limited liability company (“Operating” and together with the Company “Rosehill”);

WHEREAS, the Board of Directors (the “Board”) of the Company, has reviewed and considered the materials presented by the management and the financial and legal advisors of Rosehill regarding the liabilities and liquidity of Rosehill, the strategic alternatives available to it, and the impact of the foregoing on Rosehill’s businesses;

WHEREAS, the members of the Board have made known to the Board their conflicts or potential conflicts of interest with respect to the matters being considered;

WHEREAS, on June 30, 2020, Rosehill entered into a Restructuring Support Agreement with (i) Tema Oil and Gas Company (“Tema”), as (a) the holder of approximately 66.8% of the voting equity interests of the Company and 35.2% of the equity interests of Operating and (b) party to that certain Tax Receivable Agreement dated as of April 27, 2017 (as amended, restated, modified, or supplemented from time to time), by and among the Company and Tema, (ii) certain beneficial holders of, or investment advisors, sub-advisors, or managers of discretionary accounts that are beneficial holders of claims (the “Revolving Credit Agreement Lenders”) under that certain Amended and Restated Credit Agreement (the “ROC Revolving Credit Agreement”), dated as of March 28, 2018, among Rosehill, JPMorgan Chase Bank, N.A., as issuing bank and administrative agent, and the lenders from time to time party thereto, and (iii) certain beneficial holders of, or the investment advisors, sub-advisors, or managers on behalf of discretionary funds, accounts, or entities that are beneficial holders of claims (the “Secured Noteholders”, and, together with Rosehill, Tema and the Revolving Credit Agreement Lenders, the “RSA Parties”) under the Note Purchase Agreement dated as of December 8, 2017 (as amended, restated modified, or supplemented from time to time), by and among Rosehill, the holders party thereto, and U.S. Bank National Association, as agent and collateral agent, and 100% of the Company’s issued Series B Preferred Stock (the “RSA”);

WHEREAS, the RSA (as amended by the First Amendment to Restructuring Support Agreement entered into by the RSA Parties on July 15, 2020) contemplates that Rosehill will file voluntary cases (the “Chapter 11 Cases”) under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”) to effect a restructuring (the “Restructuring”) through a prepackaged chapter 11 plan of reorganization in substantially the form attached hereto as Exhibit A (the “Plan”) to be filed with the Bankruptcy Court on or before July 26, 2020, at 11:59 p.m. (prevailing Central Time);

WHEREAS, the Plan is consistent in all material respects with the terms and conditions of the RSA and the term sheet attached as an exhibit thereto, as previously recommended by the independent Restructuring Special Committee of the Board and approved by the Board;

WHEREAS, the Restructuring contemplates, *inter alia*, (i) amending and restating the ROC Revolving Credit Agreement to provide for a \$500 million senior secured revolving credit facility governed by an initial borrowing base of \$235 million comprised of a \$200 million conforming tranche and a \$35 million non-conforming tranche (such amended and restated ROC Revolving Credit Agreement the “Exit RBL Credit Agreement”) and (ii) that Rosehill will enter into the Exit RBL Credit Agreement contemporaneously with the occurrence of the effective date of the Plan;

WHEREAS, prior to the commencement of the Chapter 11 Cases, Rosehill will have solicited votes on the Plan by sending creditors entitled to vote on the Plan the Plan, a disclosure statement with respect to the Plan in substantially the form attached hereto as Exhibit B (the “Disclosure Statement”) and certain other materials;

WHEREAS, the Board has had the opportunity to consult with the management of Rosehill and financial and legal advisors, to fully consider each of the strategic alternatives available to Rosehill, and to receive all information it deemed appropriate (including with respect to its fiduciary duties);

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of Rosehill, its creditors, and other parties in interest, that Rosehill file or cause to be filed voluntary petitions for relief to commence the Chapter 11 Cases and effect the Restructuring contemplated by the Plan and the RSA;

RESOLVED FURTHER, that the officers of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of Rosehill all petitions, schedules, lists, and other motions, papers, or documents and any amendments thereto in connection with the Chapter 11 Cases and the Plan under the Bankruptcy Code, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of Rosehill’s businesses pending the resolution of the Chapter 11 Cases;

RETENTION OF PROFESSIONALS

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Gibson, Dunn & Crutcher LLP as bankruptcy counsel to represent and assist Rosehill in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Rosehill’s rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Gibson, Dunn & Crutcher LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Haynes and Boone LLP as co-bankruptcy and local counsel to represent and assist Rosehill in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Rosehill's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Haynes and Boone LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Opportune LLP as financial advisor to represent and assist Rosehill in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Rosehill's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Opportune LLP;

RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, acting singly or together, authorized and directed to employ and retain the firm of Jefferies LLC as investment banker to represent and assist Rosehill in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance Rosehill's rights and obligations; and in connection therewith, the Authorized Officers be, and each of them hereby is, acting singly or together, authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of Jefferies LLC;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Epiq Corporate Restructuring, LLC as claims, noticing, balloting and administrative agent to represent and assist Rosehill in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Rosehill's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Epiq Corporate Restructuring, LLC;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to retain such other professionals as they deem appropriate during the course of the Chapter 11 Cases;

PLAN, DISCLOSURE STATEMENT AND EXIT RBL CREDIT AGREEMENT

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to file the Disclosure Statement and Plan and all other papers or documents (including any amendments) related thereto and to take any and all actions that they deem necessary or appropriate to pursue confirmation and consummation of a plan of reorganization materially consistent with the Plan and the Restructuring;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to take or cause to be taken any and all such other and further action, and to negotiate, execute, acknowledge, deliver, and/or file any and all such agreements, certificates, instruments, collateral documents, mortgages, guaranties, notices and any and all other documents as each, in his or her discretion, may deem necessary or advisable in order to consummate the Plan and the Restructuring, including, without limitation, the Exit RBL Credit Agreement and such agreements, certificates, instruments, collateral documents, mortgages, guaranties, notices and any and all other documents as the Authorized Officer may deem necessary or appropriate to facilitate the execution and delivery of the Exit RBL Credit Agreement;

CASH COLLATERAL AGREEMENT

RESOLVED FURTHER, that in connection with the commencement of the Chapter 11 Cases by Rosehill, any Authorized Officers be, and hereby are, authorized, empowered, and directed to take any and all actions necessary in order to obtain court approval for the use of cash collateral and/or to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Chapter 11 Cases, and to take such additional action and to execute and deliver each other agreement, instrument, or document, to be executed and delivered by or on behalf of Rosehill pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officers approve, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

DIP FINANCING

RESOLVED FURTHER, that in order to finance the Chapter 11 Cases, any Authorized Officers be, and hereby are, authorized, directed and empowered in the name of and on behalf of Rosehill, as debtors and debtors in possession, to execute and deliver (i) a junior convertible debtor in possession delayed draw term loan facility (the “DIP Credit Facility”), on the terms contemplated by the RSA and in substantially the form attached hereto as Exhibit C (the “DIP Credit Agreement”), and (ii) in connection with the DIP Credit Facility, such agreements, certificates, instruments, collateral documents, mortgages, guaranties, notices and any and all other documents as the Authorized Officer may deem necessary or appropriate to facilitate the execution and delivery of the DIP Credit Facility and the DIP Credit Agreement, the signature of such Authorized Officer to be deemed conclusive evidence of such determination;

HEDGING

RESOLVED FURTHER, in connection with the Exit RBL Credit Agreement and DIP Credit Agreement, any Authorized Officers be, and hereby are, authorized, empowered, and

directed to take any and all actions necessary in order to negotiate, execute, and deliver any agreement relating to commodity swaps, interest rate swaps, caps, puts or collar transactions, or any other similar transaction, including, any form of master agreement published by the International Swaps and Derivatives Association, Inc., in order to hedge or mitigate commercial risk (on an uncleared basis) against fluctuations in prices of the subject commodities and interest rate movements, and to take such additional action and to execute and deliver each other agreement, instrument, or document, to be executed and delivered by or on behalf of Rosehill pursuant to or in connection with such hedging transactions, including granting collateral to secure its obligations thereunder, all with such changes therein and additions thereto as any Authorized Officers approve, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

GENERAL


RESOLVED FURTHER, that any specific resolutions that may be required to have been adopted by the Board in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the officers of the Company be, and each of them acting alone hereby is, authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto;

RESOLVED FURTHER, that any Authorized Officers be, and hereby are, authorized and empowered, with power of delegation, in the name of and on behalf of the Company and each of its subsidiaries, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

RESOLVED FURTHER, that all acts, actions, and transactions heretofore taken by an officer or director of the Company in connection with, relating to or otherwise in contemplation of the matters contemplated by any of the foregoing resolutions be, and they hereby are, in all respects approved, ratified and confirmed.

IN WITNESS WHEREOF, the foregoing resolutions were duly adopted by the Board on the date first set forth above.

ROSEHILL RESOURCES INC.

A handwritten signature in cursive script, reading "Jennifer L. Johnson", positioned above a horizontal line.

Jennifer L. Johnson
Vice President, General Counsel, Corporate
Secretary, Compliance Officer

Fill in this information to identify the case and this filing:

Debtor Name Rosehill Resources Inc.

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07 / 26 / 2020
MM / DD / YYYY

XJennifer L. Johnson

Signature of individual signing on behalf of debtor

Jennifer L. Johnson

Printed name

Vice President, General Counsel, Corporate Secretary, Compliance Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

ROSEHILL RESOURCES INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-____ ()

(Joint Administration Requested)

(Emergency Hearing Requested)

VERIFICATION OF CREDITOR MATRIX

I hereby verify that the attached list of creditors is true and correct to the best of my knowledge and belief.

Dated: 07/26/2020 _____



R. Craig Owen
Senior Vice President & Chief Financial
Officer
Rosehill Operating Company, LLC

¹ The Debtors, along with the last four digits of each Debtor's tax identification number, are: Rosehill Resources Inc. (4262), and Rosehill Operating Company, LLC (1818). The Debtors' corporate headquarters and the mailing address for each Debtor is 16200 Park Row, Suite 300, Houston, TX 77084.